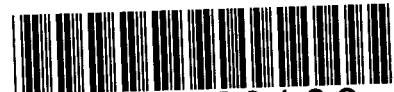


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BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

**COMMISSIONERS**

SUSAN BITTER SMITH, Chairman  
BOB STUMP  
BOB BURNS  
DOUG LITTLE  
TOM FORESE

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DOCKET CONTROL

Arizona Corporation Commission

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DOCKETED BY

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67830  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the  
attached Acquisition Schedule.

RESPECTFULLY submitted this 15<sup>th</sup> day of January, 2015.

ROSHKA DEWULF & PATTEN, PLC

By

Michael W. Patten

Timothy J. Sabo

One Arizona Center

400 East Van Buren Street, Suite 800

Phoenix, Arizona 85004

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1 Original + 13 copies of the foregoing  
2 filed this 15<sup>th</sup> day of January, 2015, with:

3 Docket Control  
4 ARIZONA CORPORATION COMMISSION  
5 1200 West Washington  
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed  
8 this 15<sup>th</sup> day of January, 2015, to:

9 Lyn Farmer, Esq.  
10 Chief Administrative Law Judge  
11 Hearing Division  
12 Arizona Corporation Commission  
13 1200 West Washington  
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.  
16 Chief Counsel, Legal Division  
17 Arizona Corporation Commission  
18 1200 West Washington  
19 Phoenix, Arizona 85007

20 Steve Olea, Director  
21 Utilities Division  
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23 1200 West Washington  
24 Phoenix, Arizona 85007

25 Brian Bozzo  
26 Compliance Manager  
27 Utilities Division  
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Phoenix, Arizona 85007

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## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0586 and No. W-03576A-03-0586.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, Inc. during the three month period ending on the date this document is executed.

## PART 2

As of November 30, 2014, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	
Long-Term Debt*	-	0%	-	0%
Equity**	74,701,541	100%	59,259,208	100%
	<u>\$ 74,701,541</u>	<u>100%</u>	<u>\$ 59,259,208</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	-	0%	-	0%
Equity**	-	0%	792,239	100%
	<u>\$ -</u>	<u>100%</u>	<u>\$ 792,239</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	-	0%	-	0%
Equity**	(1,811,958)	100%	4,820,321	100%
	<u>\$ (1,811,958)</u>	<u>100%</u>	<u>\$ 4,820,321</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	-	0%	-	0%
Equity**	2,762,482	100%	(317,587)	100%
	<u>\$ 2,762,482</u>	<u>100%</u>	<u>\$ (317,587)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	2,503,688	100%	15,157	100%
	<u>\$ 2,503,688</u>	<u>100%</u>	<u>\$ 15,157</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	131,827	100%	457,463	100%
	<u>\$ 131,827</u>	<u>100%</u>	<u>\$ 457,463</u>	<u>100%</u>
	Baltarra Sewer			
	Amount	%		
Long-Term Debt*	-	0%		
Equity**	1,770,235	100%		
	<u>\$ 1,770,235</u>	<u>100%</u>		

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED RON FLEMING AND MIKE LIEBMAN, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

DocuSigned by:

x Mike Liebman  
Signature of Officer

DocuSigned by:

x Ron Fleming  
Signature of Officer